

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
[ ] Form 3 Holdings Reported  
[ ] Form 4 Transactions Reported

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>SUSEN CRAIG</b>  (Last) (First) (Middle)  <b>C/O TRUPANION, INC., 907 NW BALLARD WAY</b>  (Street)  <b>SEATTLE, WA 98107</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TRUPANION INC. [TRUP]</b>  <b>3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)</b>  <b>12/31/2015</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Technology Officer</b>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (MM/DD/YYYY)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$4.05						(1)	2/4/2023	Common Stock	40000.0		33179 (2)	D	
Stock Option (right to buy)	\$4.8						(3)	11/7/2023	Common Stock	60000.0		57491 (4)	D	

**Explanation of Responses:**

- ( The option vested as to 25% of the total shares on October 1, 2013, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares 1) vested and exercisable on October 1, 2016, subject to the individual's provision of service to the issuer on each vesting date.
- ( Since the date of the reporting person's last ownership report, the reporting person transferred an employee stock option to purchase 6,821 shares of the 2) Issuer's common stock to his ex-wife pursuant to a domestic relations order.
- ( The option vested as to 25% of the total shares on November 8, 2014, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total 3) shares vested and exercisable on November 8, 2017, subject to the reporting person's provision of service to the issuer on each vesting date.
- ( Since the date of the reporting person's last ownership report, the reporting person transferred an employee stock option to purchase 2,509 shares of the 4) Issuer's common stock to his ex-wife pursuant to a domestic relations order.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUSEN CRAIG C/O TRUPANION, INC. 907 NW BALLARD WAY SEATTLE, WA 98107			<b>Chief Technology Officer</b>	

**Signatures**

/s/ Charlotte Sim-Warner as attorney-in-fact for Craig Susen

2/12/2016

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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